

Mr. Ron Weaver, Chairman
Client Number: 24227484
Invoice Number: 23093453

October 19, 2009
Matter Number: 000006
Page 8

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/09/09	Parham	Prepare for and meet with debtor and TAG to negotiate terms of plan and settlement(4.0) telephone conference with APS counsel (.4).	4.4
06/09/09	Schuler	Telephone call with D. Brescia regarding proposed bid procedures (0.3); telephone call with S. Roberts in advance of settlement conference with Debtor and TAG (0.3); preparation for and attendance at meeting with Debtor and TAG to resolve pending issues and potentially submit proposed plan and had conferences with committee members throughout regarding same (4.1).	4.7
06/10/09	Parham	E-mail to TAG counsel regarding deal(.4); meet with APS(2.0).	2.4
06/10/09	Schuler	Meeting with representatives of APS to further negotiate plan terms (2.0); exchanged e-mails with Debtor's counsel regarding same and status of plan documents (0.3); reviewed e-mails with counsel for TAG confirming terms of potential resolution (0.1); reviewed multiple spreadsheets from financial advisors analyzing recovery scenarios given potential resolution with TAG (0.5).	2.9
06/11/09	Parham	Telephone conference with S. Roberts (.3); conference with Schuler regarding status, modifications (.2); conference with APS counsel regarding bid procedures, plan issbill} second telephone conference with APS counsel regarding bid procedures, plan issues (.3); conference call regarding plan modifications (1.0); review and analysis of bid procedures (.6).	2.3

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Client Number: 24227484
Invoice Number: 23093453

October 19, 2009
Matter Number: 000006
Page 9

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/11/09	Schuler	Telephone call with D. Brescia regarding reworking of bid procedures (0.4); telephone call with debtor's counsel regarding plan issues (0.3); extensive review of bid procedures and prepared markup of same (3.2); telephone call with counsel for APS regarding initial thoughts on bid procedures (0.2); conference call with Debtor and APS regarding provisions of proposed plan (1.0).	5.1
06/12/09	Parham	Review and revise proposed bid procedures.	1.9
06/12/09	Schuler	Reviewed latest version of revised bid procedures (0.3); reviewed e-mails from counsel for APS regarding proposed changes to plan documents (0.2).	.5
06/14/09	Parham	E-mail regarding plan status.	.3
06/15/09	Parham	Telephone conference with debtor's counsel regarding plan, bid procedures and new bidder (.5); review and revision of plan, bid procedures (.6).	1.1
06/15/09	Schuler	Multiple telephone calls with counsel for APS regarding plan documents (0.9); exchanged multiple emails with debtor regarding revisions engine transfer agreement, bid procedures and proposed Plan (0.5); reviewed policy provisions related to potential indemnity clause in transfer agreement (0.2); revised bid procedures and sent proposed revisions to all interested parties (1.2); lengthy conference call with debtor and APS regarding plan issues (1.4); second call with counsel for Debtor regarding bid procedures (0.3); further calls with APS regarding same (0.3); telephone call with S. Roberts regarding potential new investor and status of negotiations (0.2); further revision of bid procedures following discussions with debtor and APS (1.3).	6.3

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October 19, 2009
Matter Number: 000006
Page 10

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/16/09	Parham	Telephone conference with debtor's counsel (.3); telephone conference with TAG counsel (.3); review and revision of plan and bid procedures (1.2); e-mail exchanges with counsel for debtor regarding various issues relating to bidding, plan and case status (.6).	2.4
06/16/09	Schuler	Reviewed Debtor's revisions to proposed Plan (0.9); telephone call with Debtor on proposed plan revisions (0.3); extensive revision of plan and sent to all parties (2.8); reviewed lengthy e-mail from Debtor's counsel regarding potential new purchaser and had conference call with Debtor regarding same (0.5); exchanged multiple e-mails with Debtor's counsel and TAG regarding revisions to proposed plan proposed by Committee and related plan items (0.4); further revision of bid procedures with focus on auction process and sent copies to all parties for review (0.8).	5.7
06/17/09	Parham	Telephone conference with committee accountants regarding proposal from Brantley (.2); prepare for call with TAG counsel (.2); telephone conference with APS counsel regarding status (.3); conference with Schuler regarding status (.3).	.8
06/17/09	Parham	Telephone conference with TAG's counsel (.4); telephone call with S. Roberts (0.4); multiple telephone conference with APS bid (.08).	1.6

Mr. Ron Weaver, Chairman
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October 19, 2009
Matter Number: 000006
Page 11

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/17/09	Schuler	Reviewed comments from TAG to revised bid procedures (0.1); telephone call with counsel for APS regarding revisions made to bid procedures and plan (0.2); telephone call with S. Thomas and T. Gingerich regarding analysis of competing offers (0.2); reviewed e-mail from counsel form APS regarding withdrawal of offer and call with Debtor's counsel regarding same (0.2); call with D. Brescia regarding revision to bid procedures and plan in light of APS (0.5); reviewed motion to shorten time for disclosure statement (0.2); further review of emails regarding Brantley helicopters and related telephone call regarding potential negotiations with bankruptcy counsel (0.5).	1.9
06/18/09	Parham	Telephone conference with S Roberts regarding Brantley, revised plan (.7); meet with APS representatives regarding their continued interest, concerns over Brantley (1.7); conference with Schuler regarding same (.4).	2.8
06/18/09	Schuler	Reviewed summary of potential offer from Brantley Helicopters (0.5); telephone call with T. Gingerich regarding need for analysis of potential recovery under same (0.2); reviewed estimated analysis of recovery to unsecureds (0.2); reviewed e-mail from Debtor's principal and subsequently from Debtor's counsel regarding thoughts on whether to conduct auction (0.3); conferred briefly with D. Parham regarding renewed interest of APS (0.2); telephone call with S. Roberts regarding Committee thoughts on potential offer from Brantley (0.6); strategy session regarding issues raised by APS (0.2); initial review of proposed plan to be submitted by Brantley (0.7).	2.9

Mr. Ron Weaver, Chairman
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October 19, 2009
Matter Number: 000006
Page 12

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/19/09	Parham	Telephone conference with Steve Roberts (.4); telephone conferences with S. Thomas regarding Brantly (.5); telephone conference with APS counsel regarding claims and arrange to get claim analysis to them as prospective bidder (.3); review and revise draft plan (1.0); review and revise draft bid procedures (.6); e-mail exchange with S. Roberts regarding Brantly offer (.3).	3.1
06/19/09	Schuler	Review of revised plan and proposed bid procedures and related comments thereto (1.1); reviewed emails concerning update on Brantly as potential stalking horse bidder (0.2).	1.3
06/22/09	Parham	Review and revision of plan and bid procedures(1.5); telephone conference with counsel for potential acquirer(.3).	1.8
06/22/09	Schuler	Preparation for and participation in hearing on motion to shorten time for disclosure statement (2.2); reviewed official offer from Brantley International to purchase company (0.3); telephone call with T. Gingerich analyzing offer from Brantly (0.2); reviewed of revised plan with Brantly as stalking horse as well as related bid procedures (0.7); review of previously drafted creditors trust agreement for potential modifications (0.3).	3.7
06/23/09	Schuler	Final revisions of plan, disclosure statement and bid procedures and exchanged multiple e-mails with Debtor's counsel and counsel for TAG regarding same (3.9); exchanged e-mails concerning whether engine transfer agreement should be incorporated in plan (0.2).	4.1
06/24/09	Schuler	Review of all filed plan documents and sent copies of same to Committee members (0.5); sent e-mail to Debtor advising of need to generate notice of hearing for disclosure statement (0.1).	.6

Mr. Ron Weaver, Chairman
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October 19, 2009
Matter Number: 000006
Page 13

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
06/25/09	Parham	Review APS objection to disclosure statement (.1); telephone conference with APS counsel who called regarding structure of Brantly deal and to discuss bid options (.6).	.6
06/25/09	Schuler	Reviewed e-mails concerning Brantly questions on auction process (0.2); reviewed liquidation analysis supplemented to disclosure statement (0.2); exchanged messages with party interested in bidding (0.1); reviewed preliminary objection of APS to Disclosure Statement (0.2).	.7
06/26/09	Parham	Telephone conference with counsel for Brantley regarding bid procedures issues (.3); e-mail debtor's counsel regarding same (.3).	.6
06/26/09	Schuler	Exchanged multiple e-mails with debtor's counsel concerning auction procedures (0.2); reviewed e-mails with Brantly concerning same (0.2); exchanged e-mails regarding other potential interested bidders (0.1).	.5
06/30/09	Parham	Conference with Schuler regarding plan and disclosure statement review (.2).	.2
06/30/09	Parham	Telephone conference with D. Brescia regarding bid procedures and conference with Schuler regarding revision of engine transfer agreement (.2).	.2
06/30/09	Schuler	Extensive review of disclosure statement for purposes of amending same for accuracy, and to resolve objections, prior to disclosure statement hearing (1.9); reviewed proposed revisions to bid procedures and comments from other counsel to same (0.3); exchanged e-mails with Debtor's counsel regarding motion to approve bid procedures and to clarify terms restricting engine transfer (0.6).	2.8

Mr. Ron Weaver, Chairman
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October 19, 2009
Matter Number: 000006
Page 14

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
07/01/09	Parham	Review and comment on disclosure statement (1.3); telephone conference with D Brescia regarding engine transfer (.3); review and revise solicitation letter (.2).	1.8
07/01/09	Schuler	Two telephone calls with Debtor's counsel regarding revision to proposed bid procedures and reviewed proposed language for changes (0.9); initial preparation of solicitation letter to creditors for court approval (1.1).	2.0
07/02/09	Parham	Telephone conference with debtor's counsel regarding plan and disclosure statement issues (.4); review and finalize comments to disclosure statement (.2).	.6
07/02/09	Schuler	Exchanged multiple e-mails with debtor's counsel and Brantly's counsel concerning revised disclosure statement and bid procedures (0.6); finalized proposed solicitation letter to creditors, forwarded same to Chairman for review and reviewed executed copy of same (0.4); preparation and filing of motion to approve solicitation letter and motion for expedited setting for same (1.4); reviewed revised disclosure statement after incorporating our changes and additional comments from Debtor (0.3).	2.7
07/04/09	Parham	Review revised disclosure statement.	.5
07/06/09	Parham	Comment on disclosure comments from TAG (.4); attend disclosure statement hearing (3.0); telephone conference with TAG counsel regarding same (.1).	3.5